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RECORDATION NO. 17717-D
FILED 1425

DONELAN, CLEARY, WOOD & MASER, P.C.

JUN 1 - 1995 - 3 15 PM

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750

1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

June 1, 1995

Recordation No. 17717-D
BLC Trust No. 92-1

INTERSTATE COMMERCE COMMISSION

TELECOPIER (202) 371-0900

RECORDING BRANCH

JUN 1 3 09 PM '95

OFFICE: (202) 371-9500

Counterpart - Allen H. Harrison

Dear Mr. Williams:

On behalf of State Street Bank and Trust Company of Connecticut, National Association, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release and Termination ("Release"), executed as of May 31, 1995.

The party to the enclosed Release is:

State Street Bank and Trust Company of Connecticut
Suite 1114
750 Main Street
Hartford, CT 06103

RELEASING PARTY

The said Release is a full release and termination of all right, title and interest of the Releasing Party created by, through and under that certain Security Agreement—Trust Deed, as supplemented, recorded under Recordation No. 17717 and the Release should be recorded under the next available letter under Recordation No. 17717, which we believe is -D.

The equipment covered by the enclosed Release is all the equipment covered in the aforesaid Security Agreement—Trust Deed, as supplemented, recorded under Recordation No. 17717.

A short summary of the Assignment to appear in the ICC Index is as follows:

"Full Release and Termination of Security Agreement—Trust Deed, as supplemented."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison

Allen H. Harrison, Jr.
Attorney for State Street Bank and Trust Company of Connecticut for the purpose of this filing.

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Enclosures
BY HAND
8350-020

17717-D
JUN 1 1992 1:11 PM

FULL RELEASE AND TERMINATION

OF

Security Agreement - Trust Deed
(BLC Trust No. 92-1)
Recorded with the Interstate Commerce Commission
Under Recordation No. 17717

AND

Related
Acknowledgment of Assignment and Agreement
Recorded with the Interstate Commerce Commission
Under Recordation No. 14229-P

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, First Security Bank of Utah, National Association, as Owner-Trustee under BLC Trust No. 92-1 (Debtor) and State Street Bank and Trust Company of Connecticut, National Association, as Security-Trustee (Secured Party) entered into a Security Agreement-Trust Deed dated as of February 1, 1992, securing certain obligations of the Debtor to the Secured Party, and

WHEREAS, the aforesaid Security Agreement-Trust Deed was filed and recorded with the Interstate Commerce Commission on February 27, 1992 and has been assigned Recordation No. 17717, and

WHEREAS, a related Security Agreement-Trust Deed Supplement No. 1 dated as of February 25, 1992 was filed and recorded with the Interstate Commerce Commission on February 27, 1992 and has been assigned Recordation No. 17717-A, and

WHEREAS, the said Security Agreement-Trust Deed, as supplemented, created a lien and encumbrance against certain designated locomotives, the Collateral, and

WHEREAS, the aforesaid locomotives, among others, were the subject of that certain Master Leasing Agreement, dated as of December 1, 1983, by and between BLC Corporation

(Lessor) and Southern Pacific Transportation Company (Lessee), as later amended, supplemented and assigned, recorded with the Interstate Commerce Commission December 23, 1983 under Recordation No. 14229-A, and

WHEREAS, the aforesaid locomotives were the subject of that certain Acknowledgment of Assignment and Agreement dated as of February 25, 1992, among Southern Pacific Transportation Company (Lessee), BLC Corporation (Original Lessor), First Security Bank of Utah, National Association (Assignee, that is, lessor by assignment), not in its individual capacity but solely as Owner-Trustee under BLC Trust No. 92-1, and State Street Bank and Trust Company of Connecticut, National Association (Secured Party), recorded with the Interstate Commerce Commission February 27, 1992 under Recordation No. 14229-P, and

WHEREAS, as to all of the aforesaid locomotives, the Collateral, the parties identified above wish to fully release the aforesaid liens and encumbrances created by and under the aforesaid Security Agreement-Trust Deed under Recordation No. 17717 and as created by and under the aforesaid Acknowledgment of Assignment and Agreement under Recordation No. 14229-P, and

WHEREAS, the obligations secured by and under the aforesaid Security Agreement-Trust Deed under Recordation No. 17717 and under the aforesaid Acknowledgment of Assignment and Agreement under Recordation No. 14229-P have been fully satisfied and discharged;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, the Secured Party, State Street Bank and Trust Company of Connecticut, National Association, does hereby release, terminate and discharge *in toto* the aforesaid Security Agreement-Trust Deed, as supplemented and the aforesaid Acknowledgment of Assignment and Agreement, and does fully release and discharge all the locomotives, all the Collateral, from and under the liens and encumbrances created by the said Security Agreement-Trust Deed, as supplemented and the said Acknowledgment of Assignment and Agreement.

IN WITNESS WHEREOF, State Street Bank and Trust Company of Connecticut, National Association has duly executed this Full Release and Termination as of this 31st day of May, 1995.

By: Carolina D. Altomare
Name: CAROLINA D. ALTOMARE
Title: ASSISTANT SECRETARY

COUNTY OF SUFFOLK)
)
) SS:

On this 31 day of MAY, 1995 before me personally appeared **CAROLINA D. ALTOMARE** to me personally known, who being by me duly sworn, says that he/she is the ASSISTANT SECRETARY of State Street Bank and Trust Company of Connecticut, National Association ("Bank"), that the foregoing instrument was signed on behalf of said Bank by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

James H. Byrnes

Notary Public

My Commission Expires January 24, 1997

[SEAL]

My Commission expires: